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October 17, 2017

Hon. Robert E. Grossman
United States Bankruptcy Court
Eastern District of New York
Alfonse M. D'Amato Federal Courthouse
290 Federal Plaza
Central Islip, New York 11722

Re: In re Dowling College, Case No. 16-75545 (REG)

Dear Judge Grossman:

Attached please find the proposed Order (the “Proposed Order”) for approval of the that portion of the *Debtor’s Motion for Entry of (I) an Order (A) Approving Bidding Procedures for the Sale of the Debtor’s Brookhaven Campus, (B) Scheduling an Auction and a Sale Hearing Related Thereto and (C) Approving the Form of Notice of the Auction and Sale Hearing; and (II) an Order (A) Approving Such Sale of the Brookhaven Campus Free and Clear of Liens, Claims, Encumbrances and Other Interests and (B) Granting Related Relief* [DE 406] (the “Motion”) approved on the record of the hearing held on October 16, 2017, together with schedules thereto.

All parties who appeared at the hearing on the Motion, including the United States Trustee, the Official Committee of Unsecured Creditors and the Debtor’s prepetition and DIP lenders, consent to the entry of the Proposed Order as submitted. If the Proposed Order meets with your approval, we respectfully request that it be entered.

Respectfully submitted,

KLESTADT WINTERS JURELLER
SOUTHARD & STEVENS, LLP

/s/ Sean C. Southard

Sean C. Southard